

RECORDATION NO. 21221 FILED

FEB 18 '98

11-50AM

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RECORDATION NO. 21221-A, B FILED

FEB 18 '98

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 17, 1998

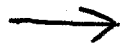
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Full Service Lease Rider, made as of November 17, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: Memorandum of Lease Assignment, Management and Escrow Agreement, dated January 28, 1998 and Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of January 31, 1998.

The names and addresses of the parties to the enclosed documents are:

Primary



Full Service Lease Rider

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: CF Industries, Inc.
One Sale Lake Drive
Long Grove, IL 60147

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Counterparts -
Jed.

Vernon A. Williams
February 17, 1998
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A → Memorandum of Lease Assignment, Management
and Escrow Agreement

Assignee: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Illinois 43537

B. → Memorandum of Asset Purchase, Assignment
and Assumption Agreement

Assignee: Star Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

**FULL SERVICE LEASE #199701-CFI
RIDER #199701-CFIR3**

FEB 18 '98

11-50AM

This Rider to the Lease Agreement ("Lease") made as of November 17, 1997 between The Andersons, Inc. ("Lessor") and CF Industries, Inc. ("Lessee") is made this 1st day of February, 1998. The provisions of the Lease, solely as they relate to the Cars leased under this Rider, are incorporated by reference into and shall be deemed an instrument of Lease separate from any other rider under the Lease.

Lessor and Lessee agree as follows:

1. All terms defined in the Lease shall have the meanings as defined therein when used in this Rider.
2. Lessor hereby leases the following Cars to Lessee subject to the terms and conditions of the Lease and this Rider.

Car Numbers: See Attached Exhibit "A", incorporated herein.

3. The term of the Lease with respect to each Car described in this Rider shall commence seven (7) days after arrival unless rejected and shall continue as to all of the Cars described in this Rider until January 31, 2005.
4. The fixed rent shall be [REDACTED] per Car per month for each full calendar month. The pro-rata rental rate for any Car not subject to an entire month shall be [REDACTED] per day for such Car during such month.
5. The Cars shall be used for transportation and storage of liquid fertilizer. When Cars are returned they shall be empty, cleaned and free of all residue and odor, and safe for vessel entry. All costs for cleaning and associated charges are to be paid by Lessee.
6. The last sentence of Item 12 of the Lease shall be modified as follows: Lessee shall be responsible for all lining, outlet caps, valves, manway coverings, and fitting repairs. Lessee shall not be responsible for the removal of the lining at the end of the Lease term.

Lessor

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: VP and GM Manufacturing Division

Date: 1/8/98

Lessee

CF INDUSTRIES, INC.

By: J. H. Sultenfuss

Printed

Name: J. H. Sultenfuss

Title: Sr Vice Pres

Date: 12/22/97

EXHIBIT A
CF INDUSTRY # 199701-CFIR3

1	AEX	20000	13	AEX	20012
2	AEX	20001	14	AEX	20013
3	AEX	20002	15	AEX	20014
4	AEX	20003	16	AEX	20015
5	AEX	20004	17	AEX	20016
6	AEX	20005	18	AEX	20017
7	AEX	20006	19	AEX	20018
8	AEX	20007	20	AEX	20019
9	AEX	20008	21	AEX	20020
10	AEX	20009	22	AEX	20021
11	AEX	20010	23	AEX	20022
12	AEX	20011	24	AEX	20023

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12/09/97

CERTIFICATION

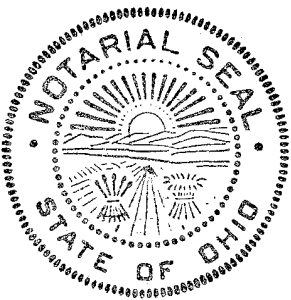
The undersigned hereby certifies that the attached Full Service Lease #199701-CF1 Rider #199701-CFIR3 is a true and accurate copy of The Andersons, Inc.'s Full Service Lease #199701-CF1 Rider #199701-CIRF3, between The Andersons, Inc. as Lessor and CF Industries, Inc. as Lessee.


Gary Smith
Gary Smith, Vice President
Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS)ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 30th day of January 1998.




Notary Public
My commission expires _____

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 8-20-2000